

# **23<sup>RD</sup> ANNUAL REPORT**

## **2013-2014**

### **RCC CEMENTS LIMITED**

**CIN : L26942DL1991PLC043776**

**Regd Office: 807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001**

**Tel.: 91-11-43571042 Fax : 91-11-43571047**

**Email: [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) Website: [www.rcccements.com](http://www.rcccements.com)**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

**Mr. Sunil Kumar**  
Managing Director

**Mr. Mukesh Sharma**  
Independent Director

**Mr. Kishore Bhatia**  
Independent Director

### **COMPANY SECRETARY**

**Pooja Chuni**  
Company Secretary & Compliance Officer

### **AUDITORS**

**M/s . RMA & Associates, Chartered Accountants**  
(Firm Registration No. 000978N)

### **BANKERS**

**Vijaya Bank**

### **REGISTERED OFFICE**

**807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001  
Tel.: 91-11-43571042 Fax : 91-11-43571047  
Email: rcccementlimited@gmail.com Website: www.rcccements.com**

### **CIN NO. OF THE COMPANY**

**L26942DL1991PLC043776**

### **REGISTRAR & SHARE TRANSFER AGENTS**

**MAS Services Limited**  
Registrar & Share Transfer Agents.

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF RCC CEMENTS LIMITED WILL BE HELD ON TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014 AT 11:00 A. M. AT THE REGISTERED OFFICE OF THE COMPANY AT 807, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001.**

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To transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To re appoint Auditors and to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N), the Company’s retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be agreed upon between the Auditors and the Board of Directors on the recommendation of the Audit Committee of the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force ) read with Schedule IV to the Companies Act, 2013, Mr. Mukesh Sharma ( DIN 00166798), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force ) read with Schedule IV to the Companies Act, 2013, Mr. Kishore Bhatia ( DIN 00162190), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Companies Act, 2013 and in partial modification of the resolutions passed earlier by the members in

this regard, the consent of the Company be and is hereby accorded for the variation of the terms of appointment of Shri Sunil Kumar (DIN 00175301), Managing Director of the Company, to make his period of office liable to determination by retirement of directors by rotation for the remaining period of tenure of office.”

**By the order of the Board  
For RCC Cements Limited  
Sd/-  
Sunil Kumar  
Chairman**

**Place: New Delhi  
Dated: 02<sup>nd</sup> September, 2014**

**NOTES :**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.

11. Members are requested :
- i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
14. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 29th August, 2014 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 23rd Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut off date, i.e. 29th August, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 23rd AGM on 30th September, 2014.

The e-voting period will commence at 10.00 A.M. on 22nd September, 2014 and will end at 05.00 p.m. on 24th September, 2014. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS – 5129 & CP No. 4056), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of MAS Services Limited and CDSL as the Authorised Agencies to provide e-voting facilities.

#### **ANNEXURE TO THE NOTICE**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Mukesh Sharma as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Mukesh Sharma as an Independent Directors for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount from a member proposing his candidature for the office of Director.

Mr. Mukesh Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Mukesh Sharma fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Mukesh Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mukesh Sharma as Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Mukesh Sharma is given below.

Mr. Mukesh Sharma, aged 50 years, is a Masters in Commerce from a reputed University. He has an extensive experience and significant expertise of over 25 years and his core areas of practice include risk management, internal controls, finance and taxation.

Mr. Mukesh Sharma is a Chairman of Audit Committee, Shareholders/Investors Grievance Committee and Remuneration Committee. Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship
1	Satya Netcom Limited	Nil
2	Onshore Shipping Limited	Nil
3	Omkam Developers Limited	Nil
4	Kameshwari Buildwell Limited	Nil

Mr. Mukesh Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mukesh Sharma as an Independent Director of the Company.

Except Mr. Mukesh Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 3. The Board of Directors recommends the resolution for approval by the members.

#### **Item No. 4**

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Kishore Bhatia as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Kishore Bhatia as an Independent Directors for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount from a member proposing his candidature for the office of Director.

Mr. Kishore Bhatia has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Kishore Bhatia fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Kishore Bhatia would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kishore Bhatia as Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Kishore Bhatia is given below.

Mr. Kishore Bhatia, aged 57 years, is a Masters in Commerce from a reputed University. He has an extensive experience of over 30 years in tax planning, finance, accounts, audit, Companies Act, business planning and business valuation. He brings a major strength to RCC Cements Limited in planning its future growth.

Mr. Kishore Bhatia is a member of Audit Committee, Shareholders/Investors Grievance Committee and Remuneration Committee. At present, he is not a Director of any other Public Ltd Company.

Mr. Kishore Bhatia does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kishore Bhatia as an Independent Director of the Company.

Except Mr. Kishore Bhatia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

**Item No. 5**

Mr. Sunil Kumar was reappointed as Managing Director of the Company w.e.f. 30/09/2010. As per terms of his appointment his office was not liable to retire by rotation.

As per Section 149 of the Companies Act, 2013 read with Schedule IV therunder, Office of Independent Directors is not liable to be determined by rotation and Section 152(2) of the Companies Act, 2013 provides that atleast two-third of the Board excluding Independent Directors shall be the Directors whose period of office is liable to determination by retirement of Directors by rotation. Accordingly, to comply with the Act, the Company has proposed to vary the terms of appointment of Mr. Sunil Kumar so that his office shall be determined to retirement of Directors by rotation.

Except Mr. Sunil Kumar, being the person in concern, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

**By the order of the Board  
For RCC Cements Limited  
Sd/-  
Sunil Kumar  
Chairman**

**Place: New Delhi  
Dated: 02<sup>nd</sup> September, 2014**

**VOTING THROUGH ELECTRONIC MEANS**

The procedure to login to e-Voting website is given below:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME – **RCC CEMENTS LIMITED**” from the drop down menu and click on “SUBMIT”.
- (iv) Now, enter your User ID as given overleaf in the box.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:  
\*Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **RCC CEMENTS LIMITED** to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they



have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**General Instructions:**

(A) The e-voting period commences on 22<sup>nd</sup> September, 2014 (10.00 A.M.) and ends on 24<sup>th</sup> September, 2014 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (record date) of 29<sup>th</sup> August, 2014.

(D) Mr. Ashish Kumar Friends, Practicing Company Secretary (Membership No. FCS - 5129& CP No. 4056) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(E) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.rcccements.com](http://www.rcccements.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**By the order of the Board  
For RCC Cements Limited  
Sd/-  
Sunil Kumar  
Chairman**

**Place: New Delhi  
Dated: 02<sup>nd</sup> September, 2014**

## DIRECTORS' REPORT

### To the Members of RCC Cements Limited

The Directors are pleased to present their 23<sup>rd</sup> Annual Report on the business and operations of RCC Cements Limited and the Financial Accounts of the company for the Financial Year ended on March 31, 2014.

### FINANCIAL RESULTS

Particulars	(Rs. In Lacs)	
	Current Year	Previous Year
Income from Operations	8.93	7.45
<b>Total Revenue</b>		
Profit(Loss) before Depreciation and Taxation	0.26	0.26
Less: Depreciation	-	0.06
Profit(Loss) before taxation	0.26	0.20
Provision for taxation	0.08	0.06
Deferred Tax	-	(0.02)
Profit(Loss) after taxation	0.18	0.14
Profit/(Loss) brought forward from previous year	(222.04)	(222.18)
Balance carried forward	(221.86)	(222.04)

### RESULTS OF OPERATIONS

During the financial year under review the company has incurred a net profit (after tax) of Rs.18,071/- as compared to a profit (after tax) of Rs.13,971/- in the previous financial year.

### DIVIDEND

Keeping in view the insufficiency of profits, the Board of Directors do not recommend any dividend for the year ended March 31, 2014.

### SHARE CAPITAL

During the financial year 2013-14, there has been no increase in the Authorized and Paid Up Share Capital of the Company.

### DIRECTORS

In accordance with the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, which came into effect from April 1, 2014, approval of the Members will be sought at the ensuing Annual General Meeting of the Company for formalizing the appointment of Mr. Mukesh Sharma and Mr. Kishore Bhatia, who were initially appointed as an Independent Directors and whose term of office was liable to retire by rotation, as an Independent Directors of the Company not liable to retire by rotation for a period of five consecutive years from the date of this annual general meeting.

Your Company has received declarations from all the Independent Directors of the Company confirming that they met with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Sunil Kumar was reappointed as Managing Director of the Company w.e.f. 30/09/2010. As per terms of his appointment his office was not liable to retire by rotation.

As per Section 149 of the Companies Act, 2013 read with Schedule IV thereunder, Office of Independent Directors is not liable to be determined by rotation and Section 152(2) of the Companies Act, 2013 provides that atleast two-third of the Board excluding Independent Directors shall be the Directors whose period of office is liable to determination by retirement of Directors by rotation. Accordingly, to comply with the Act, the Company has proposed to vary the terms of appointment of Mr. Sunil Kumar so that his office shall be determined to retirement of Directors by rotation.

Brief resumes of the Directors seeking appointment at the AGM, as required under Clause 49 of the Listing Agreement and Companies Act, 2013, is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting forming part of the Annual Report.

#### **DIRECTORS' IDENTIFICATION NUMBER (DIN)**

The following are the Directors Identification Number (DIN) of your Directors:

<b>Name of Director</b>	<b>Director Identification Number</b>
Mr. Sunil Kumar	00175301
Mr. Mukesh Sharma	00166798
Mr. Kishore Bhatia	00162190

#### **MERGER**

The company has initiated the process of merger with M/s Virgo Softech Limited i.e., the transferor company in the F.Y. 2012-13. The Board is of the opinion that the transferor company is a closely held professionally managed, rapidly growing, multifaceted information technology company with vast experience and substantial business relating to e-Governance and Smart Card.

The managements of the two companies found it mutually beneficial to amalgamate transferor company and consolidate the business and financial strengths with Transferee Company, i.e., RCC Cements Limited. The consolidation of Transferor's company business with transferee company would at one hand strengthen the financials of RCC Cements Limited for the benefit of all its stakeholders and on the other hand would help transferor company business in getting future contracts and raising funds for expansion due to its listed status.

During the year under review, Court Convened Meeting of the Equity Shareholders of your Company for consideration and approval of the aforesaid scheme of amalgamation was duly convened and held by the Hon'ble High Court of Delhi on 20<sup>th</sup> July, 2013. The shareholders of the Company had duly approved the aforesaid scheme of amalgamation. However, the Order of the Hon'ble High Court for approval of the aforesaid scheme of amalgamation is still pending.

#### **DELISTING**

Your Company had applied for delisting of its shares from Delhi Stock Exchange, Ahmedabad Stock Exchange and Jaipur Stock Exchange in 2012-13. The shares of the company had been delisted from Ahmedabad Stock Exchange and Jaipur Stock Exchange in the F.Y. 2012-13. During the year under review, the shares of the company have also been delisted from Delhi Stock Exchange w.e.f 18.11.2013.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement for the financial year ended 31<sup>st</sup> March, 2014 it is hereby confirmed:

- ❖ That in the preparation of annual accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ❖ That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under consideration.
- ❖ That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- ❖ That the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2014 on a going concern basis.

### **AUDITORS' REPORT**

The observations made by the Auditors are self-explanatory & do not require further clarification.

### **AUDITORS**

M/s. RMA & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Firm Registration No. 000978N), retires as the Statutory Auditors of the Company at the conclusion of the forthcoming Annual General Meeting and being eligible, have offered themselves for re-appointment. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for their reappointment as Statutory Auditors of the Company. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

The Board of Directors have recommended the reappointment of M/s. RMA & Associates, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting .

### **PARTICULARS OF EMPLOYEES**

The Directors hereby wish to place their appreciation for the efficient and loyal services rendered by the staff of the Company. The Company has not paid any remuneration attracting the provisions, of the Companies (Particulars of Employees) Rules, 1975 read with section 217(2A) of the Companies Act, 1956. Hence, no information is required to be appended in this regard.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the Company did not carry out any manufacturing activity during the financial year under review, the details relating to the conservation of energy and technology absorption is not quite relevant to the Company. There was no foreign exchange earning and outgo during the year under review.

### **FIXED DEPOSITS**

Your Company has not accepted any Fixed Deposits, therefore, the provisions of Section 58A of the Companies Act, 1956 are not applicable to the Company.

### **CORPORATE GOVERNANCE**

The Company is proactive following the principles & practices of good corporate governance. The Company has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreements of the Stock Exchanges are complied with.

A separate report on Corporate Governance together with Auditors' Certificate on compliance is attached to this Annual Report as also a Management Discussion and Analysis statement.

**ACKNOWLEDGEMENT**

Your Board of Directors wishes their sincere thanks to Shareholders, Customers, Dealers, Bankers, Agencies and Business Associates who have extended their continued support.

**Place: New Delhi**  
**Dated: 02<sup>nd</sup> September, 2014**

**By the order of the Board  
For RCC Cements Limited  
Sd/-  
(Sunil Kumar)  
Chairman**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### I. OVERVIEW

#### ECONOMIC OVERVIEW

The Fiscal Year 2013-14 proved to be a challenging year with the Indian economy witnessing sustained slowdown across various sectors when growth has reached its decadal low; inflation has reached its height and rupee at bottom low against dollar. Reduced infrastructure spending by the Government has deteriorated position further. In the recent past years, the Indian economy has had to overcome varied challenges in its resolve to sustain its economic success.

The major challenges to Indian Economy included:

- Unsupportive external environment,
- Domestic structural constraints,
- Growth slowdown and;
- Inflationary pressures.

The country's economy is estimated to have growth at 4.9% in the fiscal year 2013-14, a shade lower than the government's earlier projection but marginally above than 4.5% in last year 2012-13, highlighting the pain in Asia's third-largest economy.

Indian economy is going through worst phase, when growth has reached its decadal low; inflation has reached its height and rupee at bottom low against dollar. Reduced infrastructure spending by the Government has deteriorated position further. Although agriculture and its allied sector has shown some sign of improvement in second half owing to good monsoon but manufacturing sector is feeling the heat which has restricted overall economic growth to below 5%.

#### OVERVIEW OF INDIAN CEMENT INDUSTRY

Cement is one of the core industries and plays a vital role in the growth and development of a nation. The cement industry of India is the second largest producer in the world. The production of cement has increased at a compound annual growth rate (CAGR) of 9.7 percent to reach 272 million tones (MT) during FY 06-13. The production capacity is expected to grow to 550 MT by FY 20.

India's potential in infrastructure is huge. The country is expected to become the world's third largest construction market by 2025, adding 11.5 million homes a year to become a US\$1 trillion a year market.

The Indian cement sector is expected to witness positive growth in coming years, with demand set to increase at a CAGR of more than 8 per cent during 2013-14 to 2015-16, according to the latest RNCOS report titled, "Indian Cement Industry Outlook 2016".

In 2013-14, the Cement Industry added 22 million tones of capacity increasing capacity to more than 360 million tones: however prolonged monsoon as well as mining ban imposed on coal mining in some states and reduced Government spending has put pressure on consumption side resulting in lower capacity utilisation. The demand for cement is dependent on four key segments- Housing, infrastructure, commercial and industrial segment.

### II. INDUSTRY STRUCTURE AND DEVELOPMENTS

The financial year 2013-14, has been another challenging year for the Indian economy and for industries like Infrastructure and Housing, both of which combined account for the lion's share of cement consumption in the country. As a result, the demand for cement has stayed lower than projected. With large installed capacity and

low demand growth, the capacity utilisation across the industry has remained low at around 73% pan-India and even lower in Southern India. This supply overhang kept the cement prices low, in fact lower than the previous year for most of financial year 2013-14, despite the increased cost pressures of power, coal, diesel and freight costs.

In the wake of poor demand growth, coupled with increased challenges for setting up new capacity, there is a clear slowdown in capacity addition in the cement sector. In fact, most observers foresee a clear direction towards consolidation of the industry in the country. Some recent deals include the acquisition of Jaypee's Gujarat plant by Ultratech, Anjani's Andhra plant by Chettinad and Jaypee's Bokaro plant by Dalmias.

Low prices and the inability of the industry to pass on the increase in cost of coal, power, diesel and railway freight etc, have caused steep erosion in the industry's profitability and the results of almost every cement Company are reported to be significantly lower compared to the previous year.

The cement production has remained subdued during the financial year 2013-14, growing by under 4% over the previous year, due to weak demand from end-user industries. Delay in environmental clearances for industrial and infrastructure projects and inadequate availability of sand in many states, contributed to slow growth in cement consumption.

Cement manufacturers continue to reel under the twin pressures of low and volatile prices on one hand and of rising input costs on the other. Cement companies have witnessed significant increase in freight costs over the past two years, due to increase in freight rates by railways, consistent increase in diesel prices and increased dependence on costlier road transport due to various challenges of moving goods through railways. Apart from this, the prices of key raw materials – limestone and gypsum have also increased. Further, increase in domestic coal price by the coal mining companies in May 2013 and declining availability of low cost linkage coal have increased power & fuel costs. However, declining international coal and pet coke price have provided some relief to Indian cement companies; but the extent of this relief too has been pared down by the fluctuating rupee value in the forex markets.

Indian Economy has continued to under-perform throughout the year. The challenges of the previous few years were further accentuated by the stubbornly high inflation and steep erosion in the external value of the Indian currency around July, 2013. The responses by the monetary authority to these developments have caused their own consequences with interest rates staying high. The NPAs and CDRs facing the banking sector have had their own impact on the flow of funds towards long-term financing decisions. On the regulatory front, the new Land Acquisition Bill and the pervasive delays in getting the regulatory approvals also added to the risks for new projects.

#### **OPPORTUNITIES AND THREATS OF CEMENT INDUSTRY**

Cement consumption and demand is primarily driven by growth and investments in the housing and infrastructure sectors. As these sectors have remained subdued, the growth in cement demand in India had slowed down considerably in the last two years or so. With the general elections currently on, the markets are waiting for the post-election dispensation for the new direction and policy framework.

The long term prospects of the industry remain bright. India's per capita cement consumption (@ 225 kg) is much too low, compared to the world average of over 350 kg per capita, which shows great potential for growth. The corresponding figure is 660 kg per capita in China, 631 kg per capita in Japan and 447 kg per capita in France.

But India's economy is growing fast. Over the past 15 years, the per capita consumption of cement has almost doubled in the country. Though the growth in demand for cement in the last financial year was just 3.5 per cent, it will definitely improve in the coming years. In fact, India's low per capita consumption of cement is one of the main reasons for strong interest shown by the foreign players in India.

The major consuming sectors — housing and infrastructure — have tremendous growth potential and continue to receive policy support from the government. The housing segment accounts for a major portion of the total domestic demand for cement in India. Demand from the housing sector will be driven in the coming years by the increasing per capita income, nuclear families, rapid urbanization and government stimulus to various rural and affordable housing schemes. These trends do not show any deceleration.

The focus of the government on strengthening infrastructure, besides promotion of low-cost affordable housing etc. is expected to drive cement demand. The Government of India (GOI) is strongly focused on infrastructure development to boost economic growth and plans to increase investment in infrastructure to \$1 trillion in the 12th Five Year Plan (2012-17). Infrastructure projects such as dedicated freight corridors as well as new and upgraded airports and ports are expected to further drive the industry.

The government also plans to expand the capacity of the railways to ease the transportation of cement. With the ever-increasing industrial activities, real estate, construction and infrastructure, there is a continuous demand for cement.

So, the worst may be over for the cement industry on the demand front. According to a Citibank report: "India's cement demand grew at (estimated) 3.5 per cent in 2013- 14 and we expect the growth rate to improve to 6.5 per cent in 2014-15, 7.5 per cent in 2015-16, nearly 1.2 times the GDP growth rate. A case for better growth in 2014-15 and 2015-16 can be made as we come off a low base, announcement of projects and capex are expected to increase and we expect a stronger GDP growth."

## **OUTLOOK**

Improvement in the domestic investment environment and progress in infrastructure projects are likely to boost demand for cement consumption in India. Indian cement industry had witnessed a strong growth phase in the preceding few years, led by the growth in real estate, infrastructure and industrial construction. However, more recently, cement demand growth has taken a slight breather. The cement industry has registered a drop in margins due to rise in input costs and the industry's inability to pass on the increased input costs to the market through price increases.

Cement industry witnessed low growth of 3-4% in 2013-14. The growth has been affected by prolonged monsoon that extended till festive season, natural disaster such as flood and cyclone that hit some parts of India and last but not least because of low demand due to financial constraint and increasing rate of interest which has led to slowdown in realty and infrastructure sectors. In 2014-15 the economy is expected to grow by 6% on the back of easing supply constraints, lower inflation, softening interest rate and surge in investment projects. Any upswing in private consumption will further strengthen economic potential in current year. The Government has already started taking decision relating to series of infrastructure reforms which will have significant impact on the growth prospects of the Country.

According to a Citibank report: "India's cement demand grew at (estimated) 3.5 per cent in 2013- 14 and we expect the growth rate to improve to 6.5 per cent in 2014-15, 7.5 per cent in 2015-16, nearly 1.2 times the GDP growth rate. A case for better growth in 2014-15 and 2015-16 can be made as we come off a low base, announcement of projects and capex are expected to increase and we expect a stronger GDP growth."

## **III. SEGMENT-WISE PERFORMANCE**

The Company is into single reportable segment only.

## **IV. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has appropriate internal control systems for business processes, with regard to efficiency of operations, financial reporting and controls, compliance with applicable laws and regulations, etc. Clearly defined roles and responsibilities for all managerial positions have also been institutionalized. All operating parameters are monitored and controlled. Regular internal audits and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of



internal control systems and suggests ways of further strengthening them, from time to time. The Internal Control Systems are reviewed and revised periodically as per the business environment.

#### **V. FINANCIALS**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and generally accepted accounting principles (GAAP) in India. The management accepts the responsibility for the integrity and objectivity of these financial statements and the basis for the various estimates and judgements used in preparing the financial statements.

During the financial year under review the company has incurred a net profit (after tax) of Rs. 18,071/- as compared to a profit (after tax) of Rs. 13,971/- in the previous financial year.

#### **VI. HUMAN RESOURCES / INDUSTRIAL RELATIONS**

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Our people are the company's greatest assets. Your company focuses on increasing the overall productivity per employee in the challenging market conditions. Men are the only active agent and acts as a catalyst in effective utilization of all other M's (Material, Machine and Money). The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company and shareholders.

#### **VII. CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

#### **VIII. CORPORATE GOVERNANCE**

The report on Corporate Governance along with Auditor's Certificate on its compliance is annexed and forms part of the Annual Report.

#### **IX. APPRECIATION**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from the shareholders, bankers and other government agencies during the year under review.

Your Directors also wish to place on record their deep sense of appreciation of the unstinted efforts and contribution made by employees at all levels resulting in the successful performance during the year.

**By the order of the Board  
For RCC Cements Limited  
Sd/-  
(Sunil Kumar)  
Chairman**

**Place: New Delhi  
Dated: 02<sup>nd</sup> September, 2014**

## REPORT ON CORPORATE GOVERNANCE

In compliance with the Corporate Governance reporting requirements as per the format prescribed by the Securities and Exchange Board of India and incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof, for the year ended March 31, 2014 is enumerated below for information of the shareholders and investors of the company:

### I. **Philosophy on code of corporate governance**

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

The certificate of Corporate Governance from the statutory auditors of the company confirming compliance of the conditions of Corporate Governance is annexed hereto.

### II. **Board of Directors**

Your Company's Board has an optimum combination of Executive, Non – Executive and Independent Directors with considerable experience in their respective fields. The Chairman of the Board is an Executive Director. The Board of Directors consists of three members, comprising of one Executive Director and two Non Executive Independent Directors. The Board's composition meets the stipulated requirements of clause 49 of the listing agreement of the Stock Exchanges.

No Director of the Company is a member in more than 10 committees or act as Chairman of more than 5 Committees across all companies in which he is a Director.

The Board meets as often as required being not less than 4 times in a year with a maximum gap not exceeding 4 months between any two meetings. Agenda papers for Board meetings containing all necessary information/documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. The Directors actively participated in the deliberations of the Board. During the Financial Year 2013-14, Eight meetings of the Board of Directors were held on 30.05.2013, 12.07.2013, 12.08.2013, 02.09.2013, 30.09.2013, 14.11.2013, 12.02.2014 and 31.03.2014.

The attendance of each Director at these meetings and at the last Annual General Meeting was as follows:

<b>Name</b>	<b>Category</b>	<b>Designation</b>	<b>No. of Board Meetings attended</b>	<b>Last AGM attended</b>
Mr. Sunil Kumar	Executive & Non-Independent	Managing Director	8	Yes
Mr Mukesh Sharma	Non Executive & Independent	Director	8	Yes
Mr Kishore Bhatia	Non Executive & Independent	Director	8	Yes

**Brief profile of the Independent Directors proposed to be appointed**

Brief resumes of the Directors who are proposed to be appointed is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting forming part of this Annual Report.

**III. Committees of the Board**

In compliance with the Listing Agreement and the SEBI Regulations, the Board has constituted a set of Committees with specific terms of reference and scope to deal with specified matters expediently. Presently, the Board has three Committees

- a) Audit Committee
- b) Shareholders/Investors Grievance Committee.
- c) Remuneration Committee

**a) Audit Committee****Terms of reference**

The Board of Directors has constituted the Audit Committee in line with the requirements under Section 292A of the Companies Act, 1956 and Clause 49/51 of the Listing Agreement.

The purpose of the Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure process, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

The Company Secretary acts as Secretary to the Audit Committee. Shri Mukesh Sharma, Chairman of the Audit Committee was present and available to answer the shareholders' queries in the last Annual General Meeting held on 30.09.2013

The terms of reference of the Audit Committee include the following:

- Reviewing the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of statutory auditors, fixation of audit fees and also to approve payment for other services.
- Reviewing the quarterly and annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and legal requirements concerning financial statements.
- Reviewing the adequacy of internal control systems and internal audit function, ensuring compliance of internal control systems and reviewing the Company's financial risk management policies.
- Reviewing the reports furnished by the internal auditors and statutory auditors and ensures suitable follow-up thereon.

The Committee held its meetings on 30<sup>th</sup> May, 2013, 12<sup>th</sup> August, 2013, 02<sup>nd</sup> September, 2013, 14<sup>th</sup> November, 2013 and 12<sup>th</sup> February 2014.

**Audit Committee Attendance**

All the members of the committee were present in the meetings. Chairman of the Committee attended the Annual General Meeting held on 30.09.2013 and provided clarifications to members of the Company on matters relating to accounts and audit. The minutes of the meetings are placed before the Board at the succeeding Board Meeting for information. Quorum was present at all meetings.

Name of the Director	Category	Nos. of Meetings Attended
Mr. Mukesh Sharma	Chairman & Independent Director	5
Mr. Sunil Kumar	Executive & Non Independent Director	5
Mr. Kishore Bhatia	Independent Director	5

**b) Shareholders/Investors' Grievance Committee**

The Shareholders Grievance Committee is headed by an Independent Director. The Committee has the mandate to review and redress the shareholder grievances i.e., transfer and transmission of shares, non – receipt of annual reports, etc.

**Terms of Reference**

- ❖ To scrutinize and approve registration of transfer of shares issued by the company.
  - ❖ To decide all questions and matters that may arise in regard to transmission of shares issued by the Company.
  - ❖ To approve and issue duplicate share certificates in lieu of those reported lost.
  - ❖ To refer to the Board any proposal of refusal of registration of transfer of shares for their consideration.
  - ❖ To look into shareholders complaints like transfer of shares, non-receipt of annual reports, etc.
  - ❖ To delegate all or any of its powers to Officers/ Authorised Signatories of the Company.
- The committee held its meetings on 30<sup>th</sup> May, 2013, 12<sup>th</sup> July, 2013, 02<sup>nd</sup> September, 2013, and 12<sup>th</sup> February, 2014.

**The Shareholders'/Investors' Grievances Committee comprises of the following Directors:**

Name of Members	Status	No. of Meetings Attended
Mr Mukesh Sharma	Chairman & Independent Director	4
Mr Sunil Kumar	Executive & Non Independent Director	4
Mr Kishore Bhatia	Independent Director	4

**Number of Shareholders/Investors complaints received:**

Nature of complaints/requests	Opening	Receipt	Resolved	Pending
Change of Address	Nil	Nil	Nil	Nil
Relating to transfer, transmission etc.	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil	Nil

**c) Remuneration Committee**

The Company has constituted a remuneration committee to carry on function relating to determination of the remuneration payable to the executive and other non executive directors, recommendation for appointment / Re- Appointment of the Managing Directors/Whole Time Directors, revision in remuneration of the existing executive directors of the company from time to time.

The Remuneration Committee met once during the year 2013-14 and is headed by an Independent Director and consists of the following Directors:

Name of Members	Status	No. of Meetings Attended
Mr Mukesh Sharma	Chairman & Independent Director	1
Mr Sunil Kumar	Executive & Non Independent Director	1
Mr Kishore Bhatia	Independent Director	1

**Minutes of Committee Meetings**

Minutes of all the committee meetings are circulated to the members of the Board, as an Agenda of Board Meeting, for their information and noting.

**General Body Meetings**

Date, time and venue of the last three Annual General Meetings:

Year	Date	Time	Venue
2010-11	30.06.2011	10.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001
2011-12	29.09.2012	10.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001
2012-13	30.09.2013	10.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001

During the financial year 2013-14, no special resolution was passed in the Extra Ordinary General Meeting as per the various provisions of the Companies Act, 1956 and no consent of the members was sought through Postal Ballot. However, during the year under review, a Court convened meeting of the shareholders of the Company was called up by the Hon'ble High Court of Delhi and which was duly held on 20/07/2013, wherein a resolution related to approval of scheme of amalgamation was duly passed and approved by the shareholders of the Company.

**General Shareholder Information**

Annual General Meeting:  
Date and Time  
Venue

Tuesday, 30<sup>th</sup> September, 2014, 11:00 A.M.  
807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place, New Delhi – 110001

**Calendar for the financial year ending 31st March, 2015**

<b>Financial Reporting for the</b>	<b>Tentative time frame</b>
First quarter ended 30th June, 2014	First fortnight of August, 2014
Second quarter ending 30th September, 2014	First fortnight of November, 2014
Third quarter ending 31st December, 2014	First fortnight of February, 2015
Fourth quarter ending 31st March, 2015	End of May, 2015

**Stock Exchanges where Shares are listed:**

The Company's Shares are listed at Bombay Stock Exchange Limited. During the year under review, shares of the company have been delisted from Delhi Stock Exchange w.e.f 18.11.2013.

**Dates of Book Closure:**

27th September, 2014 to 30th September, 2014 (both days inclusive).

**Compliance by the Company**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years; no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above.

There were no instances of non-compliance on any matter related to the capital markets. However, there are no instances of penalties or strictures by SEBI or Stock Exchanges or any statutory authorities during the said period. Further, no investor's grievance is pending as on date.

**CFO certification with regard to the Financials of the company.**

In terms of the requirements of Clause 49(v) of the Listing Agreement, a certificate on the financial statements of the Company stating the particulars specified under the said Clause was placed and considered by the Board

**Means of Communication**

The quarterly un-audited financial results are sent to the Stock Exchange/s where the Company's shares are listed immediately after the Board meetings. The notice of the AGM alongwith Annual Report is sent to the shareholders well in advance of the AGM.

The quarterly/ half-yearly/ annual financial results are published in Business Standard (English & Hindi Daily).

**Share Transfer System**

Share transfer requests received in physical form are registered within 30 days from the date of receipt. In compliance with SEBI Guidelines, the Registration of Share transfers in physical form as well as in electronic form have been assigned to MAS Services Ltd. In order to ensure timely registration of transfer and return of certificates, the Company monitors the Registrars work closely on regular basis.

**Dematerialisation of Shares**

The Company shares will be traded in dematerialized form and has to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL). The Company has appointed MAS Services Ltd, as its Registrar and Transfer Agent for the purposes of electronic connectivity for effective dematerialization of shares.

**Nomination facility for shareholding:**

As per the provisions of the amended Companies Act, 1956 and Companies Act, 2013, facility for making nomination is available for shareholders in respect of the shares held by them.

**Investor's Correspondence may be addressed to:**

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

807, Arunachal Building,  
19, Barakhamba Road, Connaught Place,  
New Delhi - 110001

**DISCLOSURES**

## Related Party Transactions:

- (I) The Company has not entered into any transaction of material nature with the promoters, Directors or the management or with their relative etc. that may have any potential conflict with the interests of the Company.
- (II) There is no pecuniary relationship or transaction with Independent/Non Executive Director.
- (III) None of transactions with any of any of related parties were in conflict with the interest of the Company

**Shareholding Pattern as on March 31, 2014**

S. No.	Category	No. of Shares Held	Percentage of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
<b>1</b>	<b>Promoters</b>		
(a)	Indian Promoters	2191100	39.11
(b)	Body Corporates	140000	02.50
(c)	Foreign Promoters	Nil	Nil
<b>2</b>	<b>Persons acting in concert</b>	Nil	Nil
	<b>Sub-Total (A)</b>	<b>2331100</b>	<b>41.61</b>
<b>B</b>	<b>Non-Promoters Holding</b>	Nil	Nil
<b>3</b>	<b>Institutional Investors</b>		
(a)	Mutual Funds and UTI	Nil	Nil
(b)	Banks, Financial Institutions, Insurance	150000	2.68
(c)	Companies (Central/State Government Institutions)	Nil	Nil
((d)	FII's	Nil	Nil
	<b>Sub-Total (B)</b>	<b>150000</b>	<b>2.68</b>
<b>C</b>	<b>Others</b>		
(a)	Bodies Corporates	1180671	21.08
(b)	Individual		
	Individual shareholders holding nominal share capital up to Rs 1 lakh	1416129	25.28
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	524100	09.36
(c)	Any Other (please specify)	Nil	Nil
	<b>Sub-Total (C)</b>	<b>3120900</b>	<b>55.71</b>
	<b>Grand Total (A+B+C)</b>	<b>5602000</b>	<b>100.00</b>

**Address for Correspondence**

**Company Address:**

RCC Cements Limited  
807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place,  
New Delhi – 110 001

**Place: New Delhi**

**Dated: 02<sup>nd</sup> September, 2014**

**Address of the Registrar :**

MAS Services Limited,  
T - 34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020

**By the order of the Board  
For RCC Cements Limited**

**Sd/-  
Sunil Kumar  
Chairman**



**Auditor's Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement.**

**To the members of  
RCC CEMENTS LIMITED**

We have examined the compliance of conditions of Corporate Governance by RCC Cements Limited (the Company) for the year ended 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the company and presented to the Shareholders/Investors Grievance Committee. We further state that such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N**

Sd/-

**Pankaj Chander**

**Partner**

**M. No. 89065**

**Place : New Delhi  
Dated : 30<sup>th</sup> May, 2014**

**CERTIFICATE PURUANT TO CLAUSE 49 V OF THE LISTING AGREEMENT**

**Confirmation of compliance of Code of  
Conduct and Ethics**

**To,  
The Members of  
RCC Cements Limited**

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges relating to Corporate Governance, I confirm that, on the basis of confirmations/declarations received, all the Directors and senior management personnel of the company have complied with the Code of Conduct and ethics framed by the company during the financial year 2013-14.

**For RCC Cements Limited  
Sd/-**

**Sunil Kumar  
Chairman**

**Place : New Delhi  
Dated : 30<sup>th</sup> May, 2014**

**RMA & Associates** (ISO 9001:2000 Firm)  
Chartered Accountants

### **INDEPENDENT AUDITOR'S REPORT**

**The Members,  
RCC CEMENTS LIMITED  
NEW DELHI**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **RCC CEMENTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

48, UG-2, Hasanpur, IP Extention, Delhi-110092  
Phone : 91-11-45261214, Fax : 91-11-2224865

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Branches : New Delhi    Faridabad    Kanpur    Ahmeabad

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") Issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:-
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, read with the general circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013.
  - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N**

**Place: New Delhi  
Dated : 30<sup>th</sup> May, 2014**

**Sd/-  
Pankaj Chander  
Partner  
M. No. 89065**

**ANNEXURE TO THE AUDITORS' REPORT**  
**M/s. RCC CEMENTS LIMITED**

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified at reasonable intervals by the management and no material discrepancy was noticed on such verification.
- (c) The company has not sold any assets during the year.
- (ii) (a) The company does not have any inventory. Therefore, the clause relating to physical verification of inventory at reasonable intervals by the management is not applicable.
- (b) As the company does not have any inventory, the clause relating to procedures of physical verification of inventory followed by the management in relation to the size of the company and the nature of its business is not applicable.
- (c) As the company does not have any inventory, the clause relating to maintenance of proper records of inventory and notice of any material discrepancy on physical verification is not applicable.
- (iii) (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (b) Since the company has not granted any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (c) Since the company has not granted any loans, the clause relating to regular receipt of the principal amount and interest is not applicable.
- (d) Since the company has not granted any loans, the clause relating to overdue amount of more than Rupees One Lac is not applicable.
- (e) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (f) Since the company has not taken any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (g) Since the company has not taken any loans, the clause relating to regular payment of the principal amount and interest is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the company has not entered into any contract or arrangement that need to be entered in the register maintained in pursuance of section 301 of the Act.
- (b) Since the company has not entered into any such transactions during the financial year, the clause relating to such transactions at prices which are reasonable having regard to the prevailing market prices at the relevant time is not applicable.
- (vi) The company being a "Non Banking Financial Company", provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act are not applicable to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.

- (ix) (a) According to the information and explanations given to us, and on the basis of our examination of the books of account, undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues applicable to it have been regularly deposited by the company with the appropriate authorities during the year.
- (b) According to the information and explanations given to us, there are no dues of income tax / sales tax / wealth tax / service tax / custom duty / excise duty / cess which have not been deposited on account of any dispute.
- (x) The accumulated losses of the company at the end of the financial year covered by our audit do not exceed fifty percent of its net worth.
- (xi) According to the information and explanations given to us, the company has neither taken any loan from a financial institution or bank nor issued debentures during the financial year under audit. Hence, the clause relating to repayment of dues to a financial institution or bank or debenture holders is not applicable to the company.
- (xii) The company has not granted any loan or advance against the security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) Proper records have been maintained of the transactions and contracts of dealing or trading in shares, securities, debentures and other investments held by the company and timely entries have been made therein. Shares, securities, debentures and other securities have been held by the company in its own name except to the extent of the exemption, if any, granted under section 49 of the Act.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) According to the information and explanations given to us, the company has not obtained any term loans.
- (xvii) According to the information and explanations given to us, we report that short term funds have not been used for long term investments.
- (xviii) The company has not made preferential allotment of shares during the period covered by our audit to the parties and companies listed in the Register maintained under section 301 of the Act.
- (xix) The company has not issued debentures during the period covered by our audit.
- (xx) The company has not raised money by way of public issues during the period covered by our audit.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N**

**Sd/-**

**Place: New Delhi  
Dated : 30<sup>th</sup> May, 2014**

**Pankaj Chander  
Partner  
M. No. 89065**

**RCC CEMENTS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2014**

PARTICULARS	Notes	As At 31.03.2014 <u>Amt. In Rs.</u>	As At 31.03.2013 <u>Amt. In Rs.</u>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	4	5,60,20,000	5,60,20,000
(b) Reserves and Surplus	5	(11,686,218)	(11,704,288)
(c) Money received against share warrants		-	-
<b>(2) Share Application money pending allotment</b>			
		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	6	28,64,879	30,90,549
(d) Short-Term Provisions	7	7,969	7,926
<b>Total Equity &amp; Liabilities</b>		<b>4,72,06,630</b>	<b>4,74,14,186</b>
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	8	3,74,40,625	3,74,40,626
(ii) Intangible Assets			
(b) Non-current investments	9	17,70,000	17,70,000
(c) Deferred tax assets (net)		632	744
(d) Long term loans and advances	10	50,00,000	50,00,000
(e) Other non-current assets		26,30,848	26,30,848
<b>(2) Current Assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	11	3,64,525	5,71,969
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
<b>Total Assets</b>		<b>4,72,06,630</b>	<b>4,74,14,186</b>

Significant Accounting Policies 1-21

The accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our separate report of even date attached

**For RMA & associates**

**Chartered Accountants**

**Firm Reg. No. 000978N**

**Sd/-**

**(Pankaj Chander)**

**Partner**

**M.No. 89065**

**Place: New Delhi**

**Date: 30th May, 2014**

**For RCC CEMENTS LIMITED**

**Sd/-**

**(Sunil Kumar)**

**Mg. Director**

**DIN : 00175301**

**Sd/-**

**(Mukesh Sharma)**

**Director**

**Din : 00166798**

**Sd/-**

**(Pooja Chuni)**

**Company Secretary**

**M. No. 16272**

## RCC CEMENTS LIMITED

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014

PARTICULARS	Notes	As At	
		31.03.2014	
		<u>Amt. In Rs.</u>	
		As At	
		31.03.2013	
		<u>Amt. In Rs.</u>	
<b>INCOME</b>			
Revenue from operations		8,93,140	7,45,100
	<b>Total</b>	<b>8,93,140</b>	<b>7,45,100</b>
<b>EXPENSES</b>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of Finished Goods, WIP & Stock		-	-
Employee Benefit Expenses	12	5,63,642	5,20,000
Financial Costs	13	459	814
Depreciation and Amortization Expense	14	-	5,851
Other Administrative Expenses	15	3,02,887	1,98,214
	<b>Total</b>	<b>8,66,988</b>	<b>7,24,879</b>
Profit before exceptional & extraordinary items & tax		26,152	20,221
Exceptional Items		-	-
Profit before extraordinary items and tax		26,152	20,221
Extraordinary Items		-	-
Profit before tax		26,152	20,221
<b>Tax expense:</b>			
(1) Provision for Current Tax		7,969	7,926
(2) Deferred tax (Charged )/ Earned		-112	-1,676
Profit(Loss) from the period from continuing operations		18,071	13,972
Profit/(Loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(Loss) from Discontinued operations		-	-
<b>Profit/(Loss) for the period</b>		<b>18,071</b>	<b>13,972</b>
<b>Earning per equity share:</b>			
(1) Basic		0.003	0.002
(2) Diluted		0.003	0.002

Significant Accounting Policies

1-21

The accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our separate report of even date attached

**For RMA & associates****Chartered Accountants**

Firm Reg. No. 000978N

Sd/-

(Pankaj Chander)

Partner

M.No. 89065

For RCC CEMENTS LIMITED

Sd/-

(Sunil Kumar)

Mg. Director

DIN : 00175301

Sd/-

(Mukesh Sharma)

Director

DIN : 00166798

Sd/-

(Pooja Chuni)  
Company Secretary  
M.NO. 16272

Place: New Delhi

Date: 30th May, 2014

## RCC CEMENTS LIMITED

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

(Rs. in Thousand)

	Year ended March 31,	
	2014	2013
<b>A. Cash Flow From Operating Activities:</b>		
Net Profit/(loss) before tax and extraordinary items	26	20
Adjustments for:		
Interest income	-	-
Depreciation	-	6
Interest & Finance Charges	-	-
<b>Operating cash flow before changes in working capital</b>	<b>26</b>	<b>26</b>
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	-	(181)
Increase/(Decrease) in Current Liabilities	(226)	311
<b>Cash generated from operations</b>	<b>(200)</b>	<b>156</b>
Less: Income Tax Paid	(8)	(7)
<b>Net cash provided by / (used in) operating activities</b>	<b>(207)</b>	<b>149</b>
<b>B. Cash Flow From Investing Activities:</b>		
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in investments	-	-
Interest received	-	-
<b>Net cash provided by / (used in) investing activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow From Financing Activities:</b>		
Increase/(Decrease) in capital	-	-
Proceeds from Long Term Borrowings	-	-
Interest and Finance Charges	-	-
Repayment of Long Term Borrowings	-	-
<b>Net cash provided by / (used in) financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]</b>	<b>(207)</b>	<b>149</b>
<b>Cash and Cash Equivalents:</b>		
<b>Cash and Cash Equivalent as at 01.04.2012</b>	<b>572</b>	<b>423</b>
<b>Cash and Cash Equivalent as at 31.03.2013</b>	<b>365</b>	<b>572</b>

For RCC CEMENTS LIMITED

Place: New Delhi  
Date: 30th May, 2014

Sd/-  
(Sunil Kumar)  
Mg. Director  
DIN : 00175301

Sd/-  
(Mukesh Sharma)  
Director  
DIN : 00166798

1. We have examined the above Cash Flow Statement of RCC Cements Limited for the year ended 31.03.2014.
2. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the Statement of Profit and Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

For M/s RMA & Associates  
Chartered Accountants  
Firm Reg. No. 000978N  
Sd/-  
(Pankaj Chander)  
Partner  
M.No. 89065



**RCC CEMENTS LIMITED**

Notes to the financial statements for the year ended March 31, 2014

**1. Corporate information**

**RCC CEMENTS LIMITED** Company incorporated under the provisions of the Companies Act, 1956.

**2. Basis of preparation**

- The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.
- The company follows the Mercantile System of Accounting recognizing Income and Expenditure on accrual basis.
- The directors have certified that there are no outstanding expenses not provided for and nor there are income which have fallen due but not accounted for. The accounts are prepared on historical cost basis and as a going concern.
- The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**3. Summary of significant accounting policies**

From the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

- **Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

- **Fixed Assets**

Fixed Assets are stated at cost. Depreciation of fixed assets is calculated at the rates prescribed under Schedule XIV to the Companies Act, 1956.

- **Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

- **Inventories**

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

- **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- **Income tax**

- Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.

**For RCC CEMENTS LIMITED**

Sd/-  
**(Sunil Kumar)**  
**Mg. Director**  
**DIN : 00175301**

Sd/-  
**(Mukesh Sharma)**  
**Director**  
**DIN : 00166798**

**RCC CEMENTS LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	<b>As On 31.03.2014 <u>Amt.In (Rs.)</u></b>	<b>As On 31.03.2013 <u>Amt.In (Rs.)</u></b>
<b>Note - 4: Share Capital</b>		
<b><u>Authorized Share Capital :</u></b>		
1,20,00,000 ( 1,20,00,000) Equity Shares of Rs. 10/- each	<b><u>12,00,00,000</u></b>	<b><u>12,00,00,000</u></b>
<b>Issued , Subscribed and fully paid up shares :</b>		
<b>56,02,000 ( 56,02,000 ) Equity Shares of</b>		
Rs. 10/- each fully paid up	<u>5,60,20,000</u>	<u>5,60,20,000</u>
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period</b>		
At the beginning of the period	56,02,000	56,02,000
Issued/ (Reduction) during the period	-	-
At the end of the period	56,02,000	56,02,000
<b>Terms/Rights attached to equity shares</b>		
The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.		
<b>Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date</b>		
	NIL	NIL
<b>Details of Shareholders holding more than 5% equity shares in the company</b>		
Regent Marketing Private Limited	310000(5.53)	310000(5.53)
<b>Note : 5 Reserves &amp; Surplus</b>		
Security Premium Account :		
Opening Balance :	1,05,00,000	1,05,00,000
Add : additions During the year	-	-
Closing Balance	<u>1,05,00,000</u>	<u>1,05,00,000</u>
Surplus/Deficit in the statement of profit and loss		
Balance as per last financial statements	(22,204,289)	(22,218,260)
Profit (-Loss) after tax for the year	18,071	13,972
Short Provision of Income Tax of earlier years	-	-
Closing Balance	<u>(22,186,218)</u>	<u>(22,204,288)</u>
	<u>(11,686,218)</u>	<u>(11,704,288)</u>

**RCC CEMENTS LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	<b>As On 31.03.2014 Amt.In (Rs.)</b>	<b>As On 31.03.2013 Amt.In (Rs.)</b>
<b>Note : 6 Other Current Liabilities</b>		
Advances	21,00,000	25,07,715
Audit Fee Payable	19,663	5,618
Expenses Payable	<u>7,45,216</u>	<u>5,77,216</u>
	<u>28,64,879</u>	<u>30,90,549</u>

**Note : 7 Short-Term Provision**

b) Provisions:

Provision for taxation (A.Y. 2013-14)	-	7,926
Provision for taxation (A.Y. 2014-15)	<u>7,969</u>	<u>-</u>
	<u>7,969</u>	<u>7,926</u>

(Statement Showing Depreciation Forming Part of Financial Statement As On 31.03.2014 as per Companies Act1956 )

**Note : 8 FIXED ASSETS**

(Amount in Rs.)

PARTICULARS	RATE OF DEPR .% S.L.M	GROSS BLOCK		SALES/ADJUSTED DURING THE YEAR	TOTAL COST AS ON 31.03.2014	DEPRECIATION		DEPRECIATION FOR THE CURRENT YEAR	TOTAL AS ON 31.03.2014	NET BLOCK	
		COST AS ON 01.04.2013	ADDITIONS DURING THE YEAR			DEPRECIATION UP TO 01.04.2013	DEPRECIATION ADJUSTMENT			W.D.V. AS ON 31.03.2014	W.D.V. AS ON 31.03.2013
Office Equipments	4.75	2,23,809	-	-	2,23,809	2,23,810	-	-	2,23,810	-	-
<b>TOTAL (A)</b>		<b>2,23,809</b>	-	-	<b>2,23,809</b>	<b>2,23,810</b>	-	-	<b>2,23,810</b>	-	-
Capital WIP		3,74,40,625	-		3,74,40,625	-	-	-	-	3,74,40,625	3,74,40,625
<b>TOTAL (B)</b>		<b>3,74,40,625</b>	-		<b>3,74,40,625</b>	-	-	-	-	<b>3,74,40,625</b>	<b>3,74,40,625</b>
<b>TOTAL A+B</b>		<b>3,76,64,434</b>	-	-	<b>3,76,64,434</b>	<b>2,23,810</b>	-	-	<b>2,23,810</b>	<b>3,74,40,625</b>	
PREVIOUS YEAR		3,76,64,434	-	-	3,76,64,434	2,17,958	10,631	-	2,28,589	3,74,35,845	

**Note : 9 Non Current Investment****Quoted, Value at cost**

2,36,000 (2,36,000) Equity Shares (Including 1,77,000 bonus shares) of Rs.10/- Each fully paid-up of North Eastern Carrying Corporation Limited

(Market value as at March 31, 2014 Rs. 1,49,15,200 [Rs.67.20] per share)

17,70,000

17,70,000

17,70,00017,70,000**B. Unquoted :**

- in fully paid up equity shares

-

-

17,70,00017,70,000

**RCC CEMENTS LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	<b>As On 31.03.2014 <u>Amt.In (Rs.)</u></b>	<b>As On 31.03.2013 <u>Amt.In (Rs.)</u></b>
<b>Note : 10 : Loans and Advances</b>		
(Unsecured, Considered Good)		
(Advance recoverable in cash or in kind or for value to be received)		
Loans and Advances to related parties	-	-
Loans and Advances due by directors or others officers of the company including by private-companies/firms in which they are interested	-	-
Advance Others	<u>50,00,000</u>	<u>50,00,000</u>
	<u>50,00,000</u>	<u>50,00,000</u>
<b>Note : 11 Cash &amp; Cash Equivalent</b>		
<b>Cash-in-Hand</b>		
Cash Balance	<u>3,29,940</u>	<u>5,36,747</u>
	<u>3,29,940</u>	<u>5,36,747</u>
<b>Bank Balance</b>		
Vijaya Bank	34,585	35,222
	<u>34,585</u>	<u>35,222</u>
<b>Total</b>	<u>3,64,525</u>	<u>5,71,969</u>
<b>Note : 12 Employee Benefit Expenses</b>		
Salaries	5,57,000	5,20,000
Staff Welfare	6,642	-
	<u>5,63,642</u>	<u>5,20,000</u>
<b>Note :13 Financial Cost</b>		
Bank Charges & Commission	459	814
	<u>459</u>	<u>814</u>
<b>Note : 14 Depreciation and Amortization Expense</b>		
Depreciation	-	5,851
	<u>-</u>	<u>5,851</u>

**RCC CEMENTS LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	<b>As On</b> <b>31.03.2014</b> <b><u>Amt.In (Rs.)</u></b>	<b>As On</b> <b>31.03.2013</b> <b><u>Amt.In (Rs.)</u></b>
<b>Note : 15 Other Administrative Expenses</b>		
Advertisement & Publication Expenses	56,566	69,620
AGM Expenses	30,250	-
Audit Fee	14,045	5,618
Conveyance Expenses	15,974	9,315
Fee & Subscription	90,901	16,854
Filing Fee	1,000	1,000
Legal & Professional Charges	-	11,236
Miscellaneous Expenses	483	3,614
Office Expenses	20,384	14,962
Postage and Couriers Expenses	26,436	16,985
Printing & Stationery Expenses	26,620	26,347
Share Transfer & Professional Expenses	20,228	22,663
	<u>3,02,887</u>	<u>1,98,214</u>

**For RCC CEMENTS LIMITED**

Sd/-  
(Sunil Kumar)  
Mg. Director  
DIN : 00175301

Sd/-  
(Mukesh Sharma)  
Director  
DIN : 00166798

Sd/-  
(Pooja Chuni)  
Company Secretary  
M.NO. 16272

16. Deferred Tax Assets & Deferred Tax Liabilities:

Particulars	Amount in Rs.		
	Deferred Tax Assets as at 01.04.2013	Current Year (Charged)/Earned	Deferred Tax Assets as at 31.03.2014
On account of difference Between book & Tax Depreciation.	744	(112)	632
<b>Total</b>	<b>744</b>	<b>(112)</b>	<b>632</b>

In accordance with AS 22 issued by ICAI, the company has provided for deferred tax during the year

17. Related Party Disclosures :

(A) Related parties and key management personal  
Mr. Sunil Kumar

(B) No transactions have taken place with related parties during the financial year.

18. The company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to a Small and Medium-sized Company.

19. The company has not received any intimation from "suppliers" regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

20. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.

21. Debit and credit balances standing in the name of the parties are subject to confirmation from them.

Auditors Report  
As per our report of even date attached

**For RCC CEMENTS LIMITED**

**For M/s. RMA & Associates**  
**Chartered Accountants**  
**Firm Reg. No. 000978N**

**Sd/-**  
**Pankaj Chander**  
**Partner**  
**M. No. 89065**

**Sd/-**  
**(Sunil Kumar)**  
**Mg. Director**  
**DIN : 00175301**

**Sd/-**  
**(Mukesh Sharma)**  
**Director**  
**DIN : 00166798**

**Place: New Delhi**  
**Dated : 30<sup>th</sup> May, 2014**

**Sd/-**  
**(Pooja Chuni)**  
**Company Secretary**  
**M. No.16272**

**RCC CEMENTS LIMITED**

**CIN: L26942DL1991PLC043776**

Regd. Off: 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Tel.: 91-11-43571042 Fax : 91-11-43571047

Email: rcccementlimited@gmail.com Website: www.rcccements.com

**E-COMMUNICATION REGISTRATION FORM**

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of RCC Cements Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company [www.rcccements.com](http://www.rcccements.com).

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

**Best Regards,**  
**Sd/-**  
**Sunil Kumar**  
**Managing Director**

**E-COMMUNICATION REGISTRATION FORM**

Folio No. /DP ID & Client ID:.....

Name of the 1 Registered Holder:.....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address:.....

.....

E-mail ID (to be registered):..... Mob./Tel. No.:.....

I/We shareholder(s) of RCC Cements Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: ..... Signature: .....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.



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Email: rcccementslimited@gmail.com Website: www.rcccements.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy\*:

.....

(\*Strike off whichever is not applicable)

Registered address:.....

E-mail Id: ..... Folio No. /DP ID & Client ID:.....

I/We, being the member (s) of ..... shares of the above named company, hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 at 11.00 a.m. at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof.

Signature of the Member/Proxy\*: .....

(\*strike out whichever is not applicable)

**NOTES:**

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted

**RCC CEMENTS LIMITED**

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Tel.: 91-11-43571042 Fax : 91-11-43571047

Email: rcccementslimited@gmail.com Website: [www.rcccements.com](http://www.rcccements.com)

**Name of the Member (s):** .....

**Registered address:** .....

**E-mail Id:** ..... **Folio No. /DP ID & Client ID:** .....

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1) **Name:** ..... **E-mail Id:** .....

**Address:** .....

..... **Signature:** .....**or failing him/her**

2) **Name:** ..... **E-mail Id:** .....

**Address:** .....

..... **Signature:** .....**or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 at 11.00 a.m. at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report.		
2.	Re-appointment of Statutory Auditors.		
3.	Appointment of Mr. Mukesh Sharma as an Independent Director.		
4.	Appointment of Mr. Kishore Bhatia as an Independent Director.		
5.	Variation of the terms of appointment of Mr. Sunil Kumar, Managing Director of the Company		

Signed this-----day of ..... 2014. Signature of Shareholder:.....

**Affix  
Revenue  
Stamp**

**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**If Undelivered, Please Return to:**

## **RCC CEMENTS LIMITED**

Regd. Office : 807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001

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Email: [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com)

Website: [www.rccements.com](http://www.rccements.com)